



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Regal International Group Ltd. ("Company") will be held by way of electronic means on Wednesday, 24 February 2021 at 3.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2019 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors of the Company who retire pursuant to Regulations of the Constitution of the Company: **(Resolution 2)**
Mr. Wong Pak Kiong (Regulation 89)
Mr. Lau Kay Heng (Regulation 88) **(Resolution 3)**
[See Explanatory Note (i)]
- To note the retirement of Mr. Low Yew Shen pursuant to Regulation 89 of the Constitution of the Company at the conclusion of this AGM.
- To approve the payment of Directors' fees of S\$62,839 for the financial year ended 31 December 2019. (FY2018: S\$73,920) **(Resolution 4)**
- To note the resignation of Messrs RSM Chio Lim LLP, as the Auditors of the Company.
[See Explanatory Note(ii)]
- To transact any other ordinary business which may properly transacted at an AGM.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited**
That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Companies Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:
(a) (i) allot and issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,
(the "Share Issue Mandate")
provided that:
(1) the aggregate number of Shares (including shares to be issued in pursuant to the Instruments, made or granted pursuant to this Resolution and instruments to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued (including Shares to be issued pursuant to the Instruments) other than on a pro-rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
(2) (subject to calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
(a) new shares arising from the conversion or exercise of any convertible securities;
(b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
(c) any subsequent bonus issue, consolidation or subdivision of shares;
Adjustments in accordance with sub-paragraph 7(2)(a) or 7(2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of the Share Issue Mandate.
(3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
(4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.
[See Explanatory Note (iii)] **(Resolution 5)**
- Authority to issue shares under the Regal International Group Employee Share Option Scheme**
That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant share options under the Regal International Group Employee Share Option Scheme ("Scheme") and to allot and issue from time to time such number of shares in the capital of the Company (excluding treasury shares and subsidiary holdings) as may be required to be issued pursuant to the exercise of share options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued and/or issuable pursuant to the Scheme and all shares awarded under the Regal International Group Performance Share Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless varied or revoked by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (iv)] **(Resolution 6)**

By Order of the Board

Siau Kuei Lian
Company Secretary
Singapore, 9 February 2021

Explanatory Notes:

- Mr Wong Pak Kiong will, upon re-election as a Director of the Company, remain as Executive Director of the Company and will be considered non-independent. Please refer to Table A of the Corporate Governance Report on page 37 to page 40 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of SGX-ST.
Mr. Lau Kay Heng will, upon re-election as a Director of the Company, remain as the Independent Director of the Company, a member of the Audit Committee and Remuneration Committee, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to the Table A of the Corporate Governance Report on page 37 to page 40 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of SGX-ST.
- The Auditors of the Company, Messrs RSM Chio Lim LLP had expressed their intention not to seek for re-appointment at this AGM. The Board of the Company accepted the resignation of Messrs RSM Chio Lim LLP as independent auditors of the Company, and shall be taking the necessary steps to replace the independent auditors of the Company, in consultation with the Audit Committee of the Company, with another firm of auditors. The Company will seek approval from Shareholders to appoint the new auditors and a circular setting out further details on the proposed change of auditors, together with the Notice of Special General Meeting, will be despatched to Shareholders in due course. The Company will update Shareholders on any material developments on this matter, where necessary and required under the Listing Manual of the Singapore Exchange Securities Trading Limited.
- The Ordinary Resolution 5 in item 7 above, if passed, will authorise and empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than a pro-rata basis to existing shareholders of the Company.
For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities or share options or vesting of share awards which were issued and outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.
- The Ordinary Resolution 6 in item 8 above, if passed, will authorise and empower the Directors of the Company from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue Shares in the capital of the Company pursuant to the exercise of share options granted under the Scheme provided that the aggregate number of additional Shares to be issued and/or issuable pursuant to the Scheme do not exceed in aggregate (for the entire duration of the Scheme) fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

Notes:

General

- The AGM will be held by electronic means only pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended from time to time). Printed copies of this Notice, Proxy Form and the Annual Report 2019 will not be sent to members. Instead, this Notice, Proxy Form and the Annual Report 2019 will be made available to members by electronic means via publication on the SGX website at www.sgx.com/securities/company-announcements and on the Company's website at <https://www.regalinternational.com.sg>.
In view of the current COVID-19 situation and in light of the advisories issued by the relevant authorities in Singapore as well as the related safe distancing measures in Singapore, members of the Company are encouraged to attend the Meeting via webcast.
- Alternative arrangements are instead put in place to allow shareholders to participate in the AGM by:-
a. watching or listening to the AGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Notes 3 to 6 below;
b. submitting questions ahead of the AGM. Please refer to Notes 7 to 8 below for further details; and
c. voting by proxy at the AGM. Please refer to Notes 9 to 18 below for further details.

Participation in AGM proceedings via "Live Webcast"

- A member of the Company or their corporate representative(s) (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a "live" webcast, either, via mobile phone, tablet or computer ("Live Webcast"). In order to do so, member must pre-register with the Company by 3.00 p.m. on 21 February 2021 ("Registration Deadline"), at the URL <http://agm.conveneagm.com/regal> (the "Regal AGM Website"), to create an account. Corporate members must also submit the Corporate Representative Certificate to the Company at the following email address: contact@regalinternational.com.sg.
- Following the authentication of his/her/its status as a member of the Company, such member will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
- Members who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 3.00 p.m. on 23 February 2021 should contact the Company for assistance at support@conveneagm.com, with the following details included:-
(a) the member's full name; and
(b) his/her/its identification/registration number.
- Non-CPF/SRS holders whose shares are registered under Depository Agents ("DAs") must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast.

Submission of questions prior to the AGM

- Shareholders will not be able to ask questions during the Live Webcast, therefore it is important for shareholders to register and submit their questions in advance of the AGM. A member of the Company may submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations. The Company will endeavour to address questions which are substantial and relevant.
- To do so, all questions must be submitted no later than 16 February 2021 at 3.00 p.m. by digital submission to the **Regal AGM Website**.

Voting by proxy

- The Company will not be providing an electronic voting system at the AGM to be convened. Accordingly, members will not be able to vote online on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) may appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) is/are advised to specify his/her/its votes for the respective resolutions in the instrument appointing the Chairman of the Meeting as proxy ("Proxy Form"), failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- The Chairman of the Meeting, as proxy, need not be a member of the Company.
- The Proxy Form must be submitted through any one of the following means: (a) by digital submission at the **Regal AGM Website**; (b) by depositing a physical copy at the office of the Company's Share Registrar at **30 Cecil Street, #19-08 Prudential Tower, Singapore 049712**; or (c) by sending a scanned PDF copy by email to contact@regalinternational.com.sg, in each case, no later than **3.00 p.m. on 21 February 2021**, and failing which, the Proxy Form will not be treated as valid.
- In the case of submission of the Proxy Form other than via the Regal AGM Website, a member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
- In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically.
- In the case of submission of the Proxy Form other than via the Regal AGM Website, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
- A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.
- In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
- A member of the Company who holds his/her shares through a Relevant Intermediary* and who wishes to exercise his/her voting rights by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary as soon as possible to specify his/her voting instructions. CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator at least seven (7) working days before the date of the AGM to submit his/her voting instructions.

*A Relevant Intermediary is:

- a banking corporation licensed under the Banking Act (Chapter 19) of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
- the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

By pre-registering for the Live Webcast, submitting a Proxy Form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, a member of the Company consents to the collection, use and disclosure of such member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration, analysis and facilitation by the Company (or its agents or service providers) of his/her/its participation in the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Due to the constantly evolving COVID-19 situation, the Company will closely monitor the situation and reserve the right to change our arrangements for the AGM at short notice. Shareholders should check SGXNET and the Company's website at <http://www.regalinternational.com.sg> for the latest updates of the AGM. The Company apologises for any inconvenience caused and seek the understanding and cooperation of all Shareholders in enabling the Company to hold its AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.